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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	:
	:
	Chapter 11
THE GREAT ATLANTIC & PACIFIC TEA	:
COMPANY, INC., et al.,	:
	Case No. 15-23007 (RDD)
	:
Debtors.¹	(Jointly Administered)
-----X	

**NOTICE OF STORES TO BE INCLUDED IN GLOBAL AUCTION
SCHEDULED FOR OCTOBER 1 AND 2, 2015, BASELINE BIDS AND
QUALIFIED BIDDERS (WITH MODIFIED EXHIBIT A)**

PLEASE TAKE NOTICE that:

1. On August 11, 2015, the Bankruptcy Court entered an order (the “Global Bidding Procedures Order”) [Docket No. 495] establishing certain procedures (the “Global Bidding Procedures”)² that govern the sale and auction of all of the Debtors’ Stores.

2. In accordance with the Global Bidding Procedures Order, the Debtors have scheduled a global auction (the “Global Auction”) at the offices of Weil, Gotshal & Manges

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: 2008 Broadway, Inc. (0986); The Great Atlantic & Pacific Tea Company, Inc. (0974); A&P Live Better, LLC (0799); A&P Real Property, LLC (0973); APW Supermarket Corporation (7132); APW Supermarkets, Inc. (9509); Borman’s, Inc. (9761); Delaware County Dairies, Inc. (7090); Food Basics, Inc. (1210); Kwik Save Inc. (8636); McLean Avenue Plaza Corp. (5227); Montvale Holdings, Inc. (2947); Montvale-Para Holdings, Inc. (6664); Onpoint, Inc. (6589); Pathmark Stores, Inc. (9612); Plainbridge LLC (5965); Shopwell, Inc.(3304); Super Fresh Food Markets, Inc. (2491); The Old Wine Emporium of Westport, Inc. (0724); Tradewell Foods of Conn., Inc. (5748); and Waldbaum, Inc. (8599). The international subsidiaries of The Great Atlantic & Pacific Tea Company, Inc. are not debtors in these chapter 11 cases. The location of the Debtors’ corporate headquarters is Two Paragon Drive, Montvale, New Jersey 07645.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Global Bidding Procedures Order or the Global Bidding Procedures, as applicable.

LLP, 767 Fifth Avenue, New York, New York 10153, on **October 1, 2015 and October 2, 2015, beginning promptly at 9:15 a.m. (Eastern Time)**. Check-in will begin at 7:00 a.m. (Eastern Time).

3. Attached hereto as Modified Exhibit A is a list of the Stores organized by geographic area that the Debtors intend to auction at the Global Auction.³ Simultaneously with this filing, the Debtors have posted the starting bid for each Store included in the Global Auction (the “Baseline Bid”) to the data room. In many (but not all) cases, the Baseline Bid represents the highest bid received to date by the Debtors.⁴ If no Qualified Bid has been received or the highest Qualified Bid received to date is below an amount that would be acceptable to the Debtors, the Debtors have fixed a Baseline Bid at an amount to promote a spirited and robust auction and to expedite the auction for such Store. If a Qualified Bid is the Baseline Bid or a Back-Up Bid for a Store, such Qualified Bidder will be advised of the same prior to the auction for such Store. This information should be kept confidential. Although the Debtors will not be identifying Baseline Bidders at the beginning of a Global Auction, subsequent bidders will be identified on the record at the Global Auction.

4. Each Store will be individually auctioned (each, an “Auction”) and an anticipated order of Stores to be auctioned will be provided prior to or during the Global Auction. Generally, the Debtors intend to group Stores to be auctioned at the Global Auction based on the following geographic locations and in the following anticipated order:

October 1, 2015

- a. Mount Kisco, New York;
- b. New York City (five boroughs);
- c. Westchester County; North New Jersey.

October 2, 2015

- d. Long Island;
- e. Philadelphia; South Jersey; New Jersey Shore.

The Debtors reserve the right to change the geographical order above and to auction Stores within a certain geographic area at a different date or time than other Stores included in that

³ The Debtors reserve the right to remove any Store from the Global Auction and will provide notice if any Store is removed from the Global Auction at or before the Global Auction. The Debtors are in discussions with certain bidders regarding potential stalking horse agreements, including an amended transaction with Key Food Stores Co-Operative, Inc. To the extent the Debtors execute any such agreement prior to the Global Auction, the Debtors anticipate that the auction for any Stores subject to such potential stalking horse agreements will be scheduled on October 8 or 9, 2015.

⁴ Pursuant to paragraph 12 of the Global Bidding Procedures Order, which generally allows the Debtors to modify the rules of the Auction as necessary to fulfill their fiduciary duties and as is in the best interests of the Debtors’ estates, the Debtors have not disclosed the identity of any Baseline Bidder.

geographic area. **Qualified Bidders are encouraged to attend the entire Global Auction to ensure that they will be able to bid on Stores in which they are interested as the foregoing is subject to material change at or before the Global Auction.**

5. In certain instances, the Debtors have established an undisclosed minimum reserve price for a Store at the Global Auction (the “Reserve Price”). The Reserve Price represents the minimum value the Debtors will accept to sell a Store. If the Reserve Price is not satisfied, the Debtors do not intend, but reserve the right, to sell the Store to the highest or best Qualified Bidder. The Debtors will announce whether the Reserve Price has been satisfied prior to the conclusion of an Auction for a Store.

6. To date, over 100 bidders have submitted approximately 300 bids for Stores that are currently included in the Global Auction. The Debtors have posted a list in the data room identifying all Qualified Bidders (by unique bidder identification number) who, to date, have been qualified to participate in the Global Auction, subject, in some cases, to final documentation.⁵ The Debtors are continuing to work with bidders to qualify them to bid at the Global Auction. Qualified Bidders may bid on any Store at the Auction, subject to satisfying the applicable deposit requirements. Qualified Bidders are advised to make arrangements to increase their deposit amounts at or immediately after the Global Auction.

7. Attached hereto as Exhibit B is a Qualified Bidder Interest Form (the “Interest Form”) that requires each Qualified Bidder to identify the Stores (but not the price) that a Qualified Bidder currently intends, in good faith, to bid on. The Interest Form will assist the Debtors to organize the Global Auction. All Qualified Bidders must identify in the Interest Form the names of all representatives who will attend the Auction on behalf of such Qualified Bidder. Each Qualified Bidder will be limited to a maximum of four (4) representatives, including professionals. **Qualified Bidders must complete and return the Interest Form to the Debtors by no later than 5:00 p.m. (Eastern Time) on September 29, 2015 to: APBids@weil.com.**⁶ **In addition to the Debtors and the Consultation Parties, only the identified representatives of Qualified Bidders may attend the Global Auction.**

8. The Interest Form is not a binding commitment to bid on any Store (provided that to the extent a Qualified Bid has been submitted for such Store by a Qualified Bidder, in accordance with the Global Bidding Procedures Order, such Qualified Bid is a bidding obligation). The Debtors will not share a Qualified Bidder’s Interest Form (or its content) with any other Qualified Bidders. Qualified Bidders are not permitted to share their Interest Form (or its content) with any other Qualified Bidders without the consent of the Debtors.

9. Pursuant to 18 U.S.C. §§ 156 and 157, Qualified Bidders and their representatives may not communicate with one another, collude or otherwise coordinate for participating in, or otherwise for any purpose regarding, the Global Auction without the express consent of the Debtors. Any party found to violate this requirement will be referred to the Office

⁵ As provided by the Global Bidding Procedures Order, the Debtors may qualify bidders up to the Global Auction. Pursuant to paragraph 12 of the Global Bidding Procedures Order, the Debtors have decided not to publicly file the list of Qualified Bidders prior to the Global Auction. The Debtors may publicly file such list at a later date.

⁶ The Interest Form is also available in word format in the Debtors’ data room.

of the United States Trustee for the Department of Justice and the Office of the United States Attorney for the Southern District of New York in accordance with applicable law.

10. The Debtors intend to announce the Global Auction rules to all Qualified Bidders and the Consultation Parties on September 29, 2015. Pursuant to Paragraph 12 of the Global Bidding Procedures, the Auction Rules and other matters are subject to modification as necessary to garner the highest value for the Debtors' estates and otherwise in fulfilling their fiduciary duties, and such rights remain reserved.

11. If you have questions concerning the contents of this notice or the sale process, you should contact the representative of the Debtors with whom you have previously been in contact or the Debtors' advisors:

- (A) Gregory Apter and Joel Schneider of Hilco Real Estate LLC
(gapter@hilcoglobal.com and jschneider@hilcoglobal.com);
- (B) Stephen Goldstein and Paul Billyard of Evercore Group LLC
(stephen.goldstein@evercore.com and billyard@evercore.com); or
- (C) Ray Schrock, Garrett Fail and Sunny Singh of Weil, Gotshal & Manges
LLP (APBids@weil.com).

Dated: September 28, 2015
New York, New York

/s/ Ray C. Schrock, P.C.
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Garrett A. Fail

*Attorneys for Debtors
and Debtors in Possession*

Modified Exhibit A

Stores Included in Global Auction

List of Stores by Geographical Group

Mount Kisco				
Location (Legacy)	Address	City	ST	ZIP Code
70226	195 NORTH BEDFORD ROAD	MOUNT KISCO	NY	10549

New York (Five Boroughs)				
Location (Legacy)	Address	City	ST	ZIP Code
70657	35-10 FRANCIS LEWIS BLVD	BAYSIDE	NY	11361
70762	5661 RIVERDALE AVENUE	BRONX	NY	10471
70749	355 HALSTEAD AVENUE	BRONX	NY	10528
72624	1245 61ST STREET	BROOKLYN	NY	11219
59503	2185 COYLE STREET	BROOKLYN	NY	11229
70235	3100 OCEAN DRIVE	BROOKLYN	NY	11235
72637	1525 ALBANY AVENUE	BROOKLYN	NY	11210
70292	2424 FLATBUSH AVENUE	BROOKLYN	NY	11234
72642	1-37 12TH STREET	BROOKLYN	NY	11215
70296	81-21 NEW UTRECHT AVENUE	BROOKLYN	NY	11214
70275	133-11 20TH AVENUE	COLLEGE POINT	NY	11356
70295	196-35 HORACE HARDING BLVD	FLUSHING	NY	11362
70613	259-01 UNION TURNPIKE	GLEN OAKS	NY	11004
70442	83-25 153RD AVENUE	HOWARD BEACH	NY	11414
70641	75-55 31ST STREET	JACKSON HEIGHTS	NY	11372
72610	410 WEST 207TH STREET	NEW YORK	NY	10034
36715	10 UNION SQUARE EAST	NEW YORK	NY	10003
36783	401 E. 59th St.	NEW YORK	NY	10022
72603	300 WEST 145TH STREET	NEW YORK	NY	10039
36707	969 SECOND AVENUE	NEW YORK	NY	10022
36777	316 1/2 GREENWICH STREET	NEW YORK	NY	10013
36708	250 WEST 90TH STREET	NEW YORK	NY	10024
36703	1175 THIRD (68th) AVENUE	NEW YORK	NY	10021
36727	452 WEST 43RD STREET	NEW YORK	NY	10036
36706	1450 THIRD AVENUE	NEW YORK	NY	10028
36732	250 WEST 50TH (8th) STREET	NEW YORK	NY	10019
36711	1331 FIRST AVENUE	NEW YORK	NY	10021
36742	1066 THIRD AVENUE	NEW YORK	NY	10021
72679	100 GREAVES LANE	STATEN ISLAND	NY	10308
70813	6400 AMBOY RD.	STATEN ISLAND	NY	10309
72682	2875 RICHMOND AVE.	STATEN ISLAND	NY	10314
72678	2730 ARTHUR KILL ROAD	STATEN ISLAND	NY	10309
70849	375 TOMPKINS AVENUE	STATEN ISLAND	NY	10304
70270	153-01 10TH AVENUE	WHITESTONE	NY	11357

Westchester County/North Jersey				
Location (Legacy)	Address	City	ST	ZIP Code
72580	1600 ST. GEORGES AVE.	AVENEL	NJ	07001
70417	407 KING GEORGE ROAD	BASKING RIDGE	NJ	07920
59506	357-474 MAIN STREET	BELLEVILLE	NJ	07109
70936	525 EAST ROUTE 46	BELVIDERE	NJ	07823
70752	19 BELLEVILLE AVENUE	BLOOMFIELD	NJ	07003
70610	550 MYRTLE AVENUE	BOONTON	NJ	07005
70704	49 OLD HIGHWAY 22	CLINTON	NJ	08809
72535	561 ROUTE 1 UNIT B	EDISON	NJ	08817
70515	1185 AMBOY AVENUE	EDISON	NJ	08817
72198	2200 MAPLE AVENUE	FAIR LAWN	NJ	07410
59524	289 BERGEN BLVD	FAIRVIEW	NJ	7022
70895	105 SOUTH AVENUE	FANWOOD	NJ	07023
72450	10 SOUTH AVE.	GARWOOD	NJ	07027
59504	937 LINCOLN AVENUE	GLEN ROCK	NJ	7452
72153	405 ROUTE 17 SOUTH	HACKENSACK	NJ	07601
70951	7 NAUGHRIGHT ROAD	HACKETTSTOWN	NJ	07840
72527	95 NEW BRUNSWICK AVE.	HOPELAWN	NJ	08861
72224	471-79 LYONS AVENUE	IRVINGTON	NJ	07111
72114	420 GRAND STREET	JERSEY CITY	NJ	07302
72286	757 ROUTE 15	LAKE HOPATCONG	NJ	07849
72261	175 LAKESIDE BOULEVARD	LANDING	NJ	07850
72436	242 LINCOLN BLVD.	MIDDLESEX	NJ	08846
72223	167 BERGEN STREET	NEWARK	NJ	07103
70441	216 OLD TAPPAN RD.	OLD TAPPAN	NJ	07675
59501	514 VAN HOUTEN AVENUE	PASSAIC	NJ	07055
59502	465 GETTY AVENUE	PATERSON	NJ	7503
59036	498 EAST 30TH STREET	PATERSON	NJ	07504
70638	63 WANAQUE AVENUE	POMPTON LAKES	NJ	07442
72299	10 TRIANGLE PLAZA	RAMSEY	NJ	07446
70688	148 CENTER GROVE ROAD	RANDOLPH	NJ	07869
70807	459 ROUTE 31 SOUTH	WASHINGTON	NJ	07882
70439	285 PASCACK ROAD	WASHINGTON TWP.	NJ	07675
70668	560 VALLEY ROAD	WAYNE	NJ	07470
70685	1938 UNION VALLEY ROAD	WEST MILFORD	NJ	07480
70701	1730 ROUTE 46	WOODLAND PARK	NJ	07424
70773	422 OLD POST ROAD	BEDFORD	NY	10506
70769	87 MAIN STREET	HASTINGS	NY	10573
70151	805 MAMARONECK AVENUE	MAMARONECK	NY	10543
70208	230 SAW MILL RIVER ROAD	MILLWOOD	NY	10546
72292	195 ROUTE 59 EAST	NANUET	NY	10954
70126	3113 ROUTE #22	PATTERSON	NY	12563
70194	20 WELCHER AVENUE	PEEKSKILL	NY	10566
72297	130 MIDLAND AVE.	PORT CHESTER	NY	10573
70794	14 LAKE RIDGE PLAZA	VALLEY COTTAGE	NY	10989
72293	1757 CENTRAL PARK AVE.	YONKERS	NY	10710
72298	2540 CENTRAL PARK AVE.	YONKERS	NY	10710
70185	1233 NEPPERHAN AVENUE	YONKERS	NY	10703

Long Island				
Location (Legacy)	Address	City	ST	ZIP Code
70669	1050 WILLIS AVENUE	ALBERTSON	NY	11507
72602	2060 SUNRISE HIGHWAY	BAYSHORE	NY	11706
72600	101 WICKS ROAD	BRENTWOOD	NY	11717
70229	812 MONTAUK HWY	CENTER MORICHES	NY	11934
70203	84 JERICHO TURNPIKE	COMMACK	NY	11725
72664	683 OLD COUNTRY ROAD	DIX HILLS	NY	11746
70434	1530 FRONT ST.	EAST MEADOW	NY	11554
72611	492 EAST ATLANTIC AVENUE	EAST ROCKAWAY	NY	11518
70277	4054 NESCONSET HIGHWAY	EAST SETAUKET	NY	11733
70655	1-1 PARK PLAZA	GLEN HEAD	NY	11545
70617	40 GREAT NECK ROAD	GREAT NECK	NY	11021
70217	777 PULASKI ROAD	GREENLAWN	NY	11740
70214	1235 VETERANS MEMORIAL HWY	HAUPPAUGE	NY	11788
72641	5801 SUNRISE HIGHWAY	HOLBROOK	NY	11741
72639	155 ISLIP AVENUE	ISLIP	NY	11751
70289	336 NORTH BROADWAY	JERICHO	NY	11753
70251	50 E. HOFFMAN AVE.	LINDENHURST	NY	11757
72652	941 CARMANS RD.	MASSAPEQUA	NY	11758
70256	5508 SUNRISE HIGHWAY	MASSAPEQUA	NY	11758
70263	10205 MAIN ROAD	MATTITUCK	NY	11952
70279	1686 MERRICK RD.	MERRICK	NY	11566
72615	1251 DEER PARK AVENUE	NORTH BABYLON	NY	11703
70241	440 W. SUNRISE HWY.	NORTH PATCHOGUE	NY	11772
72614	399 ROUTE 112	PATCHOGUE	NY	11772
70611	245 ROUTE 25A	ROCKY POINT	NY	11778
70662	211 MIDDLE COUNTRY ROAD	SELDEN	NY	11727
72646	800 MONTAUK HIGHWAY	SHIRLEY	NY	11967
70601	2162 NESCONSET HIGHWAY	STONY BROOK	NY	11790
72644	531 MONTAUK HWY	WEST BABYLON	NY	11704
70232	70 SUNSET AVENUE	WESTHAMPTON BEACH	NY	11978

Philadelphia/South Jersey/Jersey Shore/Other				
Location (Legacy)	Address	City	ST	ZIP Code
72593	148 SUNSET BOULEVARD	NEW CASTLE	DE	19720
70586	2044 NEW CASTLE AVENUE	NEW CASTLE	DE	19720
70888	12741 OCEAN GATEWAY STE 600	OCEAN CITY	MD	21842
72578	1930 HIGHWAY 88	BRICK	NJ	08724
70956	460 COUNTY ROAD 520	MARLBORO	NJ	07746
70924	1002 ROUTE 36	NAVESINK	NJ	07716
70887	510 MILLTOWN ROAD	NORTH BRUNSWICK	NJ	08902
72529	500 LINCOLN HIGHWAY	FAIRLESS HILLS	PA	19030
70718	322 W. BRIDGE ST.	NEW HOPE	PA	18938
72532	3021 GRAYS FERRY RD.	PHILADELPHIA	PA	19146
72557	2900 NORTH BROAD ST.	PHILADELPHIA	PA	19132
72550	176-82 CHELTEN AVE.	PHILADELPHIA	PA	19144
70982	7162 RIDGE AVENUE	PHILADELPHIA	PA	19128
72553	8700 FRANKFORD AVE.	PHILADELPHIA	PA	19136
59510	8920-60 FRANKFORD AVENUE	PHILADELPHIA	PA	19136
59530	15501 BUSTLETON AVENUE	PHILADELPHIA	PA	19115

Exhibit B

Interest Form

A&P Qualified Bidder Interest Form

All Qualified Bidders must complete each part of this Interest Form and return it to the Debtors at the following email address:
APBids@weil.com.

Bidder Identification Number (BIN): _____

Name of Qualified Bidder: _____

Qualified Bidder's representatives who will attend the Global Auction (no more than four (4) per Qualified Bidder):

First and Last Name	Company/Firm	Role (bidder, financial advisor, counsel)	Email Address	Phone Number

Please identify in the following table each of the Debtors' stores that you currently intend, in good faith, to bid on in the A&P Global Auction. This list is for the Debtors' logistical purposes only and constitutes neither an offer by the Debtors to sell these stores to you nor an offer by you to purchase these stores from the Debtors. All bids submitted in the Global Auction remain subject to the Global Bidding Procedures Order (ECF No. 495) and the Auction Rules.

	Store Number	Banner	Address	City	State
1.					
2.					
3.					
4.					
5.					
6.					
7.					
8.					
9.					
10.					